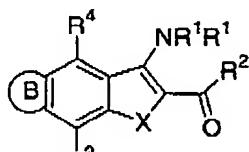


Amendments to the Claims:

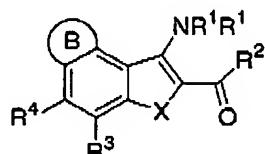
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Presently amended) A compound selected from Formula Ia and Formula Ib



Ia



Ib

where

X is O or S;

R<sup>1</sup> is in each instance independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzoyl, and C(O)R<sup>A</sup>;

R<sup>A</sup> is in each instance independently H, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, or (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with OH, =O, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, C(O)R<sup>B</sup>, halo and or NR<sup>B</sup>R<sup>B</sup>;

R<sup>B</sup> is in each instance independently H, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, and or (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with

OH, =O, halo, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, NC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl and or phenyl,

and where R<sup>B</sup>, when it is attached to a N atom, is in each instance (C<sub>1</sub>-C<sub>4</sub>)alkyl, then the 2 (C<sub>1</sub>-C<sub>4</sub>)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

and where R<sup>B</sup> and R<sup>B</sup> together with the N to which they are attached may form a

morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C<sub>1</sub>-C<sub>6</sub>)alkyl, said alkyl being optionally substituted with OH, =O, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>3</sub>)alkyl, N[(C<sub>1</sub>-C<sub>3</sub>)alkyl]<sub>2</sub>, and or (C<sub>1</sub>-C<sub>6</sub>)alkoxy,  
and with the proviso that when R<sup>B</sup> is attached to S(O) or to S(O)<sub>2</sub>, it cannot be H;  
R<sup>2</sup> is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substitutents each independently selected from

OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, halo, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkoxy, C(O)R<sup>A</sup>, C(O)NR<sup>B</sup>R<sup>B</sup>, NR<sup>B</sup>R<sup>B</sup>, NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>S(O)<sub>2</sub>R<sup>B</sup>, NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>C(O)R<sup>A</sup>, and NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>C(O)OR<sup>B</sup>,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substitutents each independently selected from

OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halo, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkoxy, C(O)R<sup>A</sup>, C(O)NR<sup>B</sup>R<sup>B</sup>, NR<sup>B</sup>R<sup>B</sup>, NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>S(O)<sub>2</sub>R<sup>B</sup>, NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>C(O)R<sup>A</sup>, and NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>C(O)OR<sup>B</sup>,

R<sup>3</sup> and R<sup>4</sup> are each independently selected from H, halo, OH, CN, (C<sub>1</sub>-C<sub>3</sub>)alkoxy, (C<sub>1</sub>-C<sub>3</sub>)alkyl, halo(C<sub>1</sub>-C<sub>3</sub>)alkoxy and halo(C<sub>1</sub>-C<sub>3</sub>)alkyl with the proviso that when X in Formula Ib is S, then R<sup>4</sup> cannot be (C<sub>1</sub>-C<sub>3</sub>)alkyl;

B is a 5 or 6 membered cyclic moiety being optionally substituted with 1 or 2 substituents each independently selected from =O, OH, N oxide, halo, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylphenyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, C(O)R<sup>A</sup>, C(O)OR<sup>B</sup>, C(O)NR<sup>B</sup>R<sup>B</sup>, NR<sup>B</sup>R<sup>B</sup>, NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>S(O)<sub>2</sub>R<sup>B</sup>, and NH[(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>0-1</sub>C(O)R<sup>A</sup>;

or a pharmaceutically acceptable salt or ester thereof.

2. (Original) A compound of claim 1 comprising a compound of Formula Ia.
3. (Original) A compound of claim 1 comprising a compound of Formula Ib.
4. (Original) A compound of claim 2 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
5. (Original) A compound of claim 2 where at least one R<sup>1</sup> is H.
6. (Original) A compound of claim 2 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
7. (Original) A compound of claim 2 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
8. (Original) A compound of claim 6 where R<sup>2</sup> is optionally substituted with 1 or 2 substituents and R<sup>3</sup> and R<sup>4</sup> are each independently selected from H, OH, Cl, F, CN, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub> and OCF<sub>3</sub>.
9. (Previously presented) A compound of claim 7 where optionally substituted B contains no unsaturation other than the shared double bond which is part of the phenyl ring to which B is fused.
10. (Presently amended) A compound of claim 9 where B is substituted with =O, OH, Cl, F, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, CF<sub>3</sub> and or OCF<sub>3</sub>.
11. (Original) A compound of claim 3 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
12. (Original) A compound of claim 3 where at least one R<sup>1</sup> is H.
13. (Original) A compound of claim 3 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

14. (Original) A compound of claim 3 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
15. (Original) A compound of claim 13 where R<sup>2</sup> is optionally substituted with 1 or 2 substituents and R<sup>3</sup> and R<sup>4</sup> are each independently selected from H, OH, Cl, F, CN, CH<sub>3</sub>, OCH<sub>3</sub>, CF<sub>3</sub> and OCF<sub>3</sub>.
16. (Previously presented) A compound of claim 14 where optionally substituted B contains no unsaturation other than the shared double bond which is part of the phenyl ring to which B is fused.
17. (Presently amended) A compound of claim 16 where B is substituted with =O, OH, Cl, F, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, NR<sup>B</sup>R<sup>B</sup>, CF<sub>3</sub> and or OCF<sub>3</sub>.
18. (Original) A composition comprising a compound of Formula Ia or Formula Ib.
19. (Original) A composition of claim 18 comprising a compound of Formula Ia.
20. (Original) A composition of claim 18 comprising a compound of Formula Ib.
21. (Original) A composition of claim 19 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
22. (Original) A composition of claim 21 where at least one R<sup>1</sup> is H.
23. (Original) A composition of claim 21 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
24. (Original) A composition of claim 20 where R<sup>2</sup> is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
25. (Original) A composition of claim 24 where at least one R<sup>1</sup> is H.

26. (Original) A composition of claim 24 where **B** is selected from a ring having all **C** atoms and a ring having one heteroatom, each being optionally substituted.

27-31 (Cancelled)